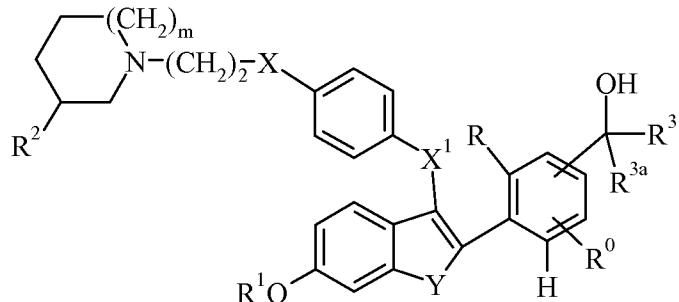


Amendments to the Claims

Without prejudice or disclaimer, this listing of claims will replace all prior versions and listing of claims in this application.

1. (Original) A compound of formula I:



I;

wherein:

m is 0, 1 or 2;

R^0 is H, F or OH;

R¹ is H, SO₂(n-C₄-C₆ alkyl) or COR⁴;

R^2 is H or methyl provided that if m is 1 or 2, then R^2 must be H and that if m is 0, then R^2 must be methyl;

X is O or NR⁵;

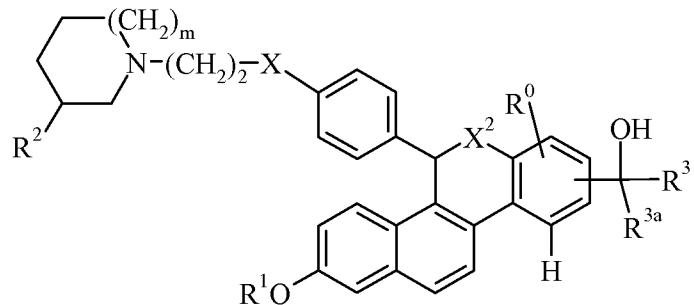
Y is S or $\text{CH}=\text{CH}$;

R^4 is C₁-C₆ alkyl, C₁-C₆ alkoxy, NR⁶R⁷, phenoxy, or phenyl optionally substituted with halo;

R⁵ is H or C₁-C₆ alkyl;

R⁶ and R⁷ are independently H, C₁-C₆ alkyl or phenyl;

R is H and X¹ is O, CH₂ or CO or R combines with X¹ to form a moiety of the formula:



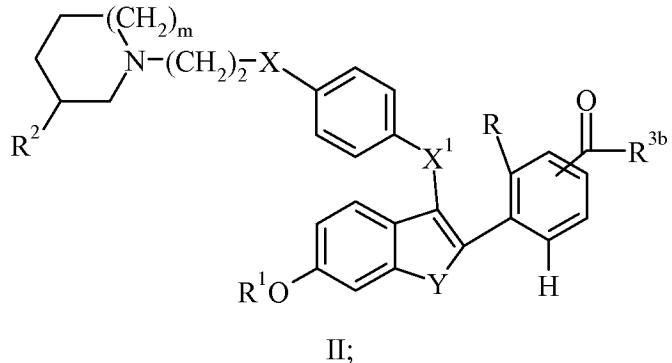
wherein X^2 is O or S; and

R³ and R^{3a} are independently H or C₁-C₆ alkyl; or a pharmaceutical acid addition salt thereof.

2. (Original) The compound of claim 1 wherein R⁰ is H.
3. (Original) The compound of claim 2 wherein R is H.
4. (Original) The compound of claim 3 wherein X and X¹ are O and m is 1 or 2.
5. (Currently Amended) The compound of ~~claim 3 or~~ claim 4 wherein R¹ is H or COR⁴ and R⁴ is C₁-C₄ alkyl, NHCH₃ or phenyl.
6. (Currently Amended) The compound of ~~any one of claims 3-5~~ claim 5 wherein R¹ is H.
7. (Currently Amended) The compound of ~~any one of claims 3-6~~ claim 6 wherein Y is CH=CH and m is 1.
8. (Currently Amended) The compound of ~~any one of claims 3-7~~ claim 7 wherein R³ and R^{3a} are independently H or C₁-C₄ alkyl.
9. (Currently Amended) The compound of ~~any one of claims 3-8~~ claim 8 wherein R³ and R^{3a} are independently H or methyl.

10. (Currently Amended) The compound of ~~any one of claims 3-9~~ claim 9 wherein the COHR³R^{3a} moiety is at position 4.
11. (Original) The compound of claim 2 wherein R combines with X¹.
12. (Original) The compound of claim 11 wherein X and X² are O and m is 1 or 2.
13. (Currently Amended) The compound of ~~claim 11 or~~ claim 12 wherein R¹ is H or COR⁴ and R⁴ is C₁-C₄ alkyl, NHCH₃ or phenyl.
14. (Currently Amended) The compound of ~~any one of claims 11-13~~ claim 13 wherein R¹ is H and m is 1.
15. (Currently Amended) The compound of ~~any one of claims 11-14~~ claim 14 wherein R³ and R^{3a} are independently H or C₁-C₄ alkyl.
16. (Currently Amended) The compound of ~~any one of claims 11-15~~ claim 15 wherein R³ and R^{3a} are independently H or methyl.
17. (Currently Amended) The compound of ~~any one of claims 11-16~~ claim 16 wherein the COHR³R^{3a} moiety is at position 4.
18. Cancelled

19. (Currently Amended) A compound of formula II:



II;

wherein:

m is 0, 1 or 2;

R^1 is H, $SO_2(n\text{-}C_4\text{-}C_6\text{ alkyl})$ or COR^4 ;

R^2 is H or methyl provided that if m is 1 or 2, then R^2 must be H and that if m is 0, then R^2 must be methyl;

X is O or NR^5 ;

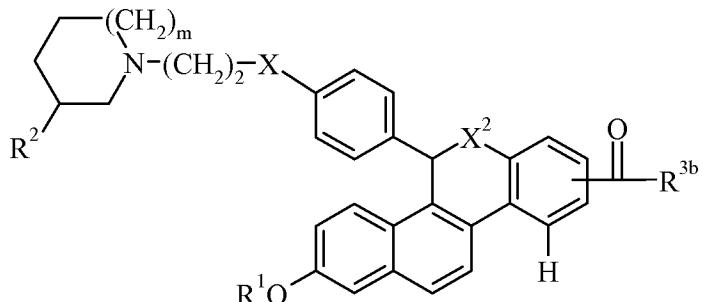
Y is S or $CH=CH$;

R^4 is $C_1\text{-}C_6$ alkyl, $C_1\text{-}C_6$ alkoxy, NR^6R^7 , phenoxy, or phenyl optionally substituted with halo;

R^5 is H or $C_1\text{-}C_6$ alkyl;

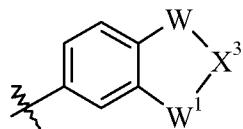
R^6 and R^7 are independently H, $C_1\text{-}C_6$ alkyl or phenyl;

R is H and X^1 is O, ~~or~~ CH_2 or ~~CO~~ or R combines with X^1 to form a moiety of the formula:



wherein X^2 is O or S;

R^{3b} is NR^8R^9 or OR^{10} or when R is H, R^{3b} may combine with the phenyl with which it is attached to form a moiety of the formula:



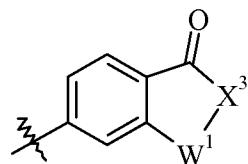
wherein W and W¹ are CH₂ or C=O provided that at least one of W or W¹ must be C=O; and X³ is NR¹¹ or O; and R⁸ and R⁹ are independently H or C₁-C₆ alkyl or R⁸ and R⁹ may combine with the nitrogen to which they are both attached to form a morpholino, pyrrolidino or piperidino ring; R¹⁰ and R¹¹ are independently H or C₁-C₆ alkyl; or a pharmaceutical salt thereof.

20. (Original) The compound of claim 19 wherein R⁸ and R⁹ are independently H or C₁-C₆ alkyl.
21. (Original) The compound of claim 20 wherein X and X¹ are O and m is 1 or 2.
22. (Currently Amended) The compound of ~~claim 20 or~~ claim 21 wherein R¹ is H or COR⁴ and R⁴ is C₁-C₄ alkyl, NHCH₃ or phenyl.
23. (Currently Amended) The compound of ~~any one of claims 20-22~~ claim 22 wherein R¹ is H.
24. (Currently Amended) The compound of ~~any one of claims 20-23~~ claim 23 wherein Y is CH=CH.
25. (Currently Amended) The compound of ~~any one of claims 20-24~~ claim 24 wherein the COR^{3b} moiety is at the 3- or 4-position.
26. (Currently Amended) The compound of ~~any one of claims 20-25~~ claim 25 wherein the COR^{3b} moiety is at the 4-position.

27. (Currently Amended) The compound of ~~any one of claims 20-26~~ **claim 26** wherein R^{3b} is NR⁸R⁹ and R⁸ and R⁹ are independently H or C₁-C₄ alkyl.

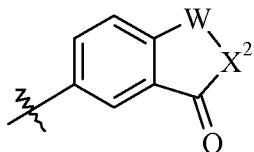
28. (Currently Amended) The compound of ~~any one of claims 20-26~~ **claim 26** wherein R^{3b} is OR¹⁰ and R¹⁰ is H or C₁-C₄ alkyl.

29. (Currently Amended) The compound of ~~any one of claims 20-26~~ **claim 26** wherein R is H and R^{3b} combines with the phenyl with which it is attached to form:



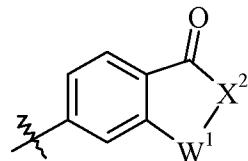
and W¹ is CH₂ and X³ is NR¹¹ and R¹¹ is H.

30. (Currently Amended) The compound of ~~any one of claims 20-26~~ **claim 26** wherein R is H and R³ combines with the phenyl with which it is attached to form:



and R⁸ is H or C₁-C₄ alkyl.

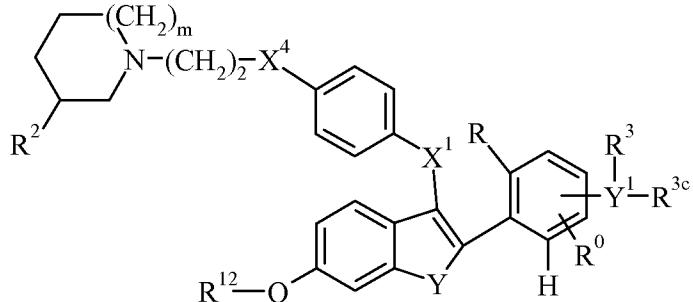
31. (Currently Amended) The compound of ~~any one of claims 20-26~~ **claim 26** wherein R is H and R³ combines with the phenyl with which it is attached to form:



and R⁸ is H or C₁-C₄ alkyl.

32-35 Cancelled

36. (Currently Amended) A compound of formula III:



III;

wherein:

m is 0, 1 or 2;

R^0 is H, F or OH;

R^2 is H or methyl provided that if m is 1 or 2, then R^2 must be H and that if m is 0, then R^2 must be methyl;

Y is S or $CH=CH$;

Y^1 is $C=O$ or $C(OH)$;

R^3 is H or C_1-C_6 alkyl;

R^{3c} is absent or is H or C_1-C_6 alkyl provided that if Y^1 is $C(OH)$, then R^{3c} is H or C_1-C_6 alkyl and that if Y^1 is $C=O$, then R^{3c} is absent;

R^{12} is H, C_1-C_6 alkyl, benzyl, SO_2CH_3 , $SO_2(n-C_4-C_6$ alkyl) or COR^4 ;

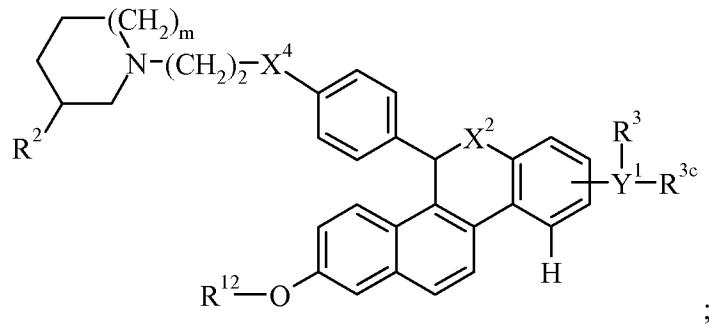
X^4 is O or NR^{13} ;

R^4 is C_1-C_6 alkyl, C_1-C_6 alkoxy, NR^6R^7 , phenoxy, or phenyl optionally substituted with halo;

R^6 and R^7 are independently H, C_1-C_6 alkyl or phenyl;

R^{13} is H, C_1-C_6 alkyl or $CO_2(C_1-C_6$ alkyl); and

R is H and X^1 is O, ~~or~~ CH_2 or ~~CO~~ or R combines with X^1 to form a moiety of the formula:



wherein X² is O or S;

provided that if Y¹ is C(OH), then R¹² is C₁-C₆ alkyl, SO₂CH₃ or benzyl or X⁴ is NR¹³ and R¹³ is CO₂(C₁-C₆ alkyl); or an acid addition salt thereof.

37. (Original) The compound of claim 36 wherein R⁰ is H.
38. (Original) The compound of claim 37 wherein R is H.
39. (Original) The compound of claim 38 wherein X⁴ and X¹ are O and m is 1 or 2.
40. (Currently Amended) The compound of ~~claim 38 or~~ claim 39 wherein R¹² is SO₂CH₃, benzyl or methyl.
41. (Currently Amended) The compound of ~~any one of claims 38-40~~ **claim 40** wherein Y is CH=CH and m is 1.
42. (Currently Amended) The compound of ~~any one of claims 38-41~~ **claim 41** wherein R³ and R^{3c} are independently H or C₁-C₄ alkyl.
43. (Currently Amended) The compound of ~~any one of claims 38-42~~ **claim 42** wherein R³ and R^{3c} are independently H or methyl.
44. (Currently Amended) The compound of ~~any one of claims 38-43~~ **claim 43** wherein the Y¹R³R^{3c} moiety is at position 4.

45. (Original) The compound of claim 37 wherein R combines with X¹.

46. (Original) The compound of claim 45 wherein X⁴ is O and m is 1 or 2.

47. (Currently Amended) The compound of ~~claim 45 or~~ claim 46 wherein R¹² is SO₂CH₃, benzyl or methyl.

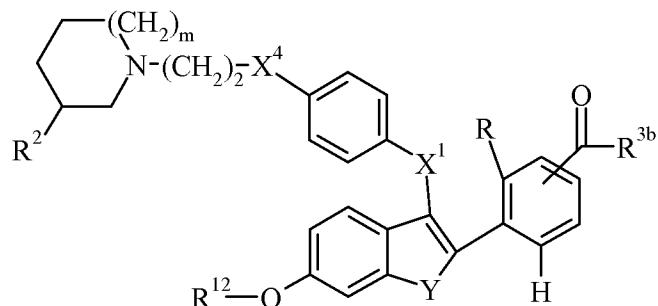
48. (Currently Amended) The compound of ~~any one of claims 45-47~~ claim 47 wherein X² is O and m is 1.

49. (Currently Amended) The compound of ~~any one of claims 45-48~~ claim 48 wherein R³ and R^{3c} are independently H or C₁-C₄ alkyl.

50. (Currently Amended) The compound of ~~any one of claims 45-49~~ claim 49 wherein R³ and R^{3c} are independently H or methyl.

51. (Currently Amended) The compound of ~~any one of claims 45-50~~ claim 50 wherein the Y¹R³R^{3c} moiety is at position 4.

52. (Currently Amended) A compound of formula IV:



IV;

wherein:

m is 0, 1 or 2;

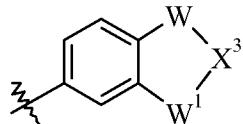
R² is H or methyl provided that if m is 1 or 2, then R² must be H and that if m is 0, then R² must be methyl;

Y is S or CH=CH;

~~Y⁴ is C=O or C(OH);~~

R¹² is H, C₁-C₆ alkyl, benzyl, SO₂CH₃, SO₂(n-C₄-C₆ alkyl) or COR⁴;

R^{3b} is NR⁸R⁹ or OR¹⁰ or when R is H, R^{3b} may combine with the phenyl with which it is attached to form a moiety of the formula:



wherein W and W¹ are CH₂ or C=O provided that at least one of W or W¹

must be C=O; and X³ is NR¹¹ or O;

X⁴ is O or NR¹³;

R⁴ is C₁-C₆ alkyl, C₁-C₆ alkoxy, NR⁶R⁷, phenoxy, or phenyl optionally substituted with halo;

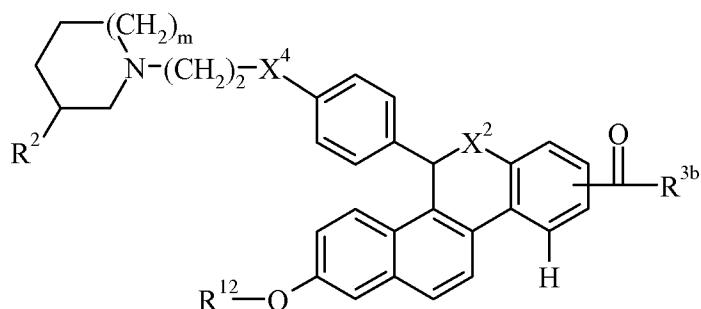
R⁶ and R⁷ are independently H, C₁-C₆ alkyl or phenyl;

R⁸ and R⁹ are independently H or C₁-C₆ alkyl or R⁸ and R⁹ may combine with the nitrogen to which they are both attached to form a morpholino, pyrrolidino or piperidino ring;

R¹⁰ and R¹¹ are independently H or C₁-C₆ alkyl;

R¹³ is H, C₁-C₆ alkyl or CO₂(C₁-C₆ alkyl); and

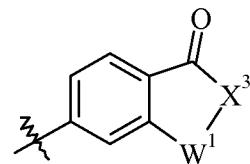
R is H and X¹ is O, CH₂ or CO or R combines with X¹ to form a moiety of the formula:



wherein X² is O or S;

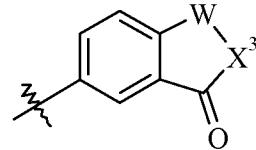
provided that if R¹² is H, SO₂(n-C₄-C₆ alkyl) or COR⁴, then X⁴ is NR¹³ and R¹³ is CO₂(C₁-C₆ alkyl); or an acid addition salt thereof.

53. (Original) The compound of claim 52 wherein R⁸ and R⁹ are independently H or C₁-C₆ alkyl.
54. (Original) The compound of claim 53 wherein X⁴ and X¹ are O and m is 1 or 2.
55. (Currently Amended) The compound of ~~claim 53 or~~ claim 54 wherein R¹² is SO₂CH₃, benzyl or methyl.
56. (Currently Amended) The compound of ~~any one of claims 53-55~~ claim 55 wherein Y is CH=CH.
57. (Currently Amended) The compound of ~~any one of claims 53-56~~ claim 56 wherein the COR^{3b} moiety is at the 3- or 4-position.
58. (Currently Amended) The compound of ~~any one of claims 53-57~~ claim 57 wherein the COR^{3b} moiety is at the 4-position.
59. (Currently Amended) The compound of ~~any one of claims 53-58~~ claim 58 wherein R^{3b} is NR⁸R⁹ and R⁸ and R⁹ are independently H or C₁-C₄ alkyl.
60. (Currently Amended) The compound of ~~any one of claims 53-59~~ claim 59 wherein R^{3b} is OR¹⁰ and R¹⁰ is H or C₁-C₄ alkyl.
61. (Currently Amended) The compound of ~~any one of claims 53-60~~ claim 60 wherein R is H and R^{3b} combines with the phenyl with which it is attached to form:



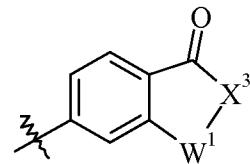
and W^1 is CH_2 and X^3 is NR^{11} and R^{11} is H.

62. (Currently Amended) The compound of ~~any one of claims 53-60~~ **claim 60** wherein R is H and R^{3b} combines with the phenyl with which it is attached to form:



and R^{11} is H or C₁-C₄ alkyl.

63. (Currently Amended) The compound of ~~any one of claims 53-60~~ **claim 60** wherein R is H and R^{3b} combines with the phenyl with which it is attached to form:



and R^{11} is H or C₁-C₄ alkyl.

Respectfully submitted,

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June 28, 2006